



**Western Pacific
Railroad Company**
"THE FEATHER RIVER ROUTE"

Law Department
526 Mission Street
San Francisco, CA 94105
Telephone 415 982-2100

RECORDATION NO. *10466-A* Filed 1425

MAR 21 1980 - 9 55 AM

INTERSTATE COMMERCE COMMISSION

Walter G. Treanor
Senior Vice President — Law
Katherine M. Griffin
General Attorney
Eugene J. Toler
General Attorney — Commerce
Anthony Ching
Attorney

March 19, 1980

File: 6116-71

0-081A019

DELIVER

Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

DATE MAR 21 1980
FEE \$ 10.00

ICC Washington, D. C.

Re: Finance Docket No. 29044 F

Dear Secretary Mergenovich:

Enclosed for filing and recording with the Commission are five (5) fully executed counterparts of First Supplement dated as of March 1, 1980, to Equipment Trust Agreement dated as of May 1, 1979, by and between The Chase Manhattan Bank (National Association), Trustee, and The Western Pacific Railroad Company in the above-entitled Finance Docket. Also enclosed is this Company's voucher in the sum of \$10.00 to cover the filing fee.

Please return all extra copies of the Supplement with the filing data stamped thereon to Kunkel Transportation Services, Inc., which will be delivering this letter on our behalf.

Yours very truly,

Katherine M. Griffin

Katherine M. Griffin

Enc.

RECEIVED
MAR 21 9 31 AM '80
FEE OPERATION BR.
I.C.C.

Open Herpax — C. H. Kunkel

Interstate Commerce Commission
Washington, D.C. 20423

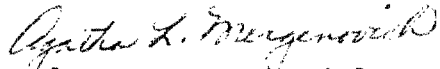
OFFICE OF THE SECRETARY

Katherine M. Griffin
Western Pacific RR Co.
526 Mission Street
San Francisco, California 94105

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/21/80 at 9:35AM, and assigned re-recording number(s). 10466-A.

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 10466-A Filed 1425
MAR 21 1980 -9 55 AM
INTERSTATE COMMERCE COMMISSION

THE WESTERN PACIFIC RAILROAD COMPANY

EQUIPMENT TRUST

FIRST 1979 SERIES

FIRST SUPPLEMENT DATED AS OF

MARCH 1, 1980, TO

EQUIPMENT TRUST AGREEMENT DATED AS

OF MAY 1, 1979

by and between

THE CHASE MANHATTAN BANK (National Association)
Trustee

and

THE WESTERN PACIFIC RAILROAD COMPANY

This First Supplement dated as of March 1, 1980, to Equipment Trust Agreement dated as of May 1, 1979, by and between The Chase Manhattan Bank (National Association), a national banking association organized and existing under the laws of the United States of America (the "Trustee") and The Western Pacific Railroad Company, a Delaware corporation (the "Company");

WHEREAS, the Company has agreed to cause to be sold, transferred and delivered to the Trustee the railroad equipment described in the Equipment Trust Agreement; and

WHEREAS, the Company desires to procure for the use of the Company, and pursuant to the provisions of Sections 4.01 and 5.03 to include in the trust created under the Equipment Trust Agreement, and to cause to be transferred to the Trustee, other Equipment in substitution for certain units of Equipment therein described;

NOW THEREFORE, the Company does hereby include in the trust created by the Equipment Trust Agreement, the following equipment:

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers</u>	<u>AAR Mechanical Designation</u>
GP-40 - 23000 horsepower diesel elec- tric locomotives	General Motors Corporation (Electro-Motive Division)	5	WP 3550- 3554 (inclusive)	BB

and substitutes the same in place and instead of the following Equipment, which is hereby deleted from this Agreement:

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers</u>	<u>AAR Mechanical Designation</u>
2800 cube open- top ballast hopper cars	Portec, Inc.	75	WP 10801- 10875 (inclusive)	HK
bay window caboose	PACCAR, Inc.	4	WP 483-486	N

IN WITNESS WHEREOF, the Company and the Trustee have caused their respective names to be signed hereto by officers duly authorized and their respective corporate seals, duly attested, to be herewith affixed as of this 14th day of March, 1980.


[Corporate Seal]

Attest:


Assistant Secretary

[Corporate Seal]

Attest:


Secretary

THE CHASE MANHATTAN BANK, N. A.
TRUSTEE

By


VICE PRESIDENT

THE WESTERN PACIFIC RAILROAD COMPANY

By


Senior Vice President-Finance

STATE OF NEW YORK)
: ss.
COUNTY OF NEW YORK)

On this 14th day of March, 1980, before me personally appeared J.A. Payne, to me personally known, who, being by me duly sworn, says that he is a Vice President of THE CHASE MANHATTAN BANK (National Association), that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Jo-Ann Visconti
Notary Public
JO-ANN VISCONTI
Notary Public, State of New York
No. 30-4681569
Qualified in Nassau County
Cert. Filed in New York County
Commission Expires March 30, 1980

STATE OF CALIFORNIA)
: ss.
CITY AND COUNTY OF SAN FRANCISCO)

On this 4TH day of MARCH, 1980, before me personally appeared R. W. STUMBO, JR., to me personally known, who, being by me duly sworn, says that he is a Senior Vice President of THE WESTERN PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

